



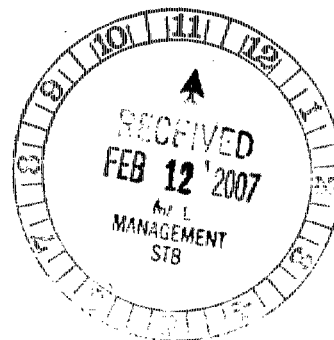
CORPORATION SERVICE COMPANY

RECORDATION NO. 26793-B FILED

FEB 12 '07

1-55 PM

SURFACE TRANSPORTATION BOARD



CSC - SPRINGFIELD
801 Adlai Stevenson Drive
Springfield IL 62703

800-927-9801 Ext 3813
217-492-2727

To: SURFACE TRANSPORTATION BOARD - ATTN: BARB SADDLER

From: April Oshea

Date: February 9, 2007

Order#: 739181/015

Re: CEFX123-CEFX139 BNSF RAILWAY COMPANY

Please process the enclosed documents for the service indicated below.

XX Other: Secondary Stb Filing

RECEIPT SHOULD BE IN OUR OFFICE: 02/23/2007
PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

XX Check is enclosed in the amount of \$34.00
Payable to: Surface Transportation Board

Mailing Instructions:

XX Return the filing acknowledgement to our office.
XX Appropriate FedEx envelopes have been provided for your convenience. Please DO NOT use first class mail.

Special Instructions:

LESSEE:
BNSF RAILWAY COMPANY
NETWORK OPERATIONS CENTER
2600 LOU MENK DRIVE
FORT WORTH, TX 76161

LESSOR:
THE CIT GROUP/EQUIPMENT FINANCING, INC.



CORPORATION SERVICE COMPANY

1211 AVENUE OF THE AMERICAS, 20TH FLOOR
NEW YORK, NY 10036

Please call immediately if there are any problems or questions with this paperwork. Thank you for your assistance in this matter.

MEMORANDUM OF LOCOMOTIVE LEASE

THIS MEMORANDUM OF LOCOMOTIVE LEASE dated as of this 6th day of December, 2006, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and BNSF RAILWAY COMPANY, a Delaware corporation, with an address at Network Operations Center, 2600 Lou Menk Drive, Fort Worth, TX 76161-0056 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Net Locomotive Lease (the "Lease") dated as of 8/7, 2006 covering certain equipment described therein and with respect to which a Memorandum of Locomotive Lease was filed with the Surface Transportation Board on 2/2, 2007 as Recordation Number 26793.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Catherine Strick
Name: Catherine Strick
Title: Vice President

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SURFACE TRANSPORTATION BOARD

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

BNSF RAILWAY COMPANY

By: [Signature]
Name: _____
Title: _____

Schedule A

Units Leased

GROUP A

Eight (8) SD90MAC locomotives, bearing the following road mark and numbers:

CEFX 131
CEFX 132
CEFX 133
CEFX 135
CEFX 136
CEFX 137
CEFX 138
CEFX 139

GROUP B

Six (6) SD90MAC locomotives, bearing the following road mark and numbers:

CEFX 123
CEFX 124
CEFX 126
CEFX 127
CEFX 128
CEFX 129